



First Union Rail Corporation
NC5811
Commercial Leasing Group
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018
Tel 847 318-7575
847 318-7588

21645-A

FEB 7 '02 10-04 AM

TS

VIA UPS 2nd DAY AIR

SURFACE TRANSPORTATION BOARD

January 30, 2002

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment



Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated January 2, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 21645.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: United States Sugar Corporation
1111 Ponce De Leon Avenue
Clewiston, FL 33440

A description of the railroad equipment covered by the enclosed document is one hundred and twenty-five (125) 50 foot, Plate B, 70 ton, boxcars, with car numbers SCFE 23000-23124, inclusive.

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor, and United States Sugar Corporation, Lessee, covering 125, 50 foot, Plate B, 70 ton, boxcars, with car numbers SCFE 23000-23124, inclusive.

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5355. Thank you for your cooperation in this matter.

Very truly yours,

Susan Grokulsky
Manager - Documents Administration

Enclosures
(USS002)

ASSGN. NO.: USS002

MEMORANDUM OF LEASE

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of January, 2002 by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and United States Sugar Corporation, a DELAWARE corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement, dated as of August 19, 1998, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 2 to the Lease (the "Rider") as described in more particular on Exhibit A attached hereto, effective as of November 1, 2001, and subject to the terms, conditions and provisions of the above mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]
Name: K. A. Dombrowski
Title: DIRECTOR OF DOCUMENTATION

By: [Signature]
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & Marketing

Executed on this 14th day of January, 2002

[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, SUSAN GROKULSKY, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of January, 2002

[Signature]
Notary Public

My Commission Expires:

8-14-2004
(Notary Public)



RECORDED NO. 21645-A FILED

FEB 7 '02 10-04 AM

SURFACE TRANSPORTATION BOARD

LESSEE:

UNITED STATES SUGAR CORPORATION

ATTEST:

By: [Signature]
Name: LISA J. GEFEN
Title: SECRETARY

By: [Signature]
Name: STEPHEN V. COFFMAN
Title: TREASURER & ASST. SECRETARY

Executed on this 3rd day of JANUARY, 2002.

[CORPORATE SEAL]

STATE OF FLORIDA

COUNTY OF HENDRY

I, EDUARDO ALMEIDA, a Notary Public of the County and State aforesaid, certify that STEPHEN V. COFFMAN personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease AS TREASURER AND ASSISTANT SECRETARY OF UNITED STATES SUGAR CORPORATION FOR BEHALF OF, AND WITH THE FULL AND BINDING AUTHORITY OF, UNITED STATES SUGAR CORPORATION. WITNESS my hand and official stamp or seal, this 3rd day of JANUARY, 2002.

[Signature]
Notary Public

My Commission Expires: 9-7-02



Edward Almeida
My Commission CC700090
Expires September 7, 2002

(Notary Public)

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: One hundred twenty-five (125)
DESCRIPTION OF CARS: 50' 70-ton Plate B Boxcars
CAR NUMBERS: SCFE 23000-23124